

**QUARTERLY STATEMENT**  
**OF THE**  
**Volunteer State Health Plan, Inc.**

**of**  
**Chattanooga**  
**in the state of**  
**Tennessee**

**TO THE**  
**Insurance Department**  
**OF THE STATE OF**  
**Tennessee**

**FOR THE QUARTER ENDED**  
**March 31, 2004**

**2004**

HEALTH QUARTERLY STATEMENT

AS OF March 31, 2004

OF THE CONDITION AND AFFAIRS OF THE

Volunteer State Health Plan, Inc.

NAIC Group Code	0000	0000	NAIC Company Code	39009	Employer's ID Number	62-1656610
	(Current Period)	(Prior Period)				
Organized under the Laws of	Tennessee	State of Domicile or Port of Entry	Tennessee			
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]	Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X]	Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]			
Date Incorporated or Organized	07/11/1996	Date Commenced Business	11/01/1996			
Statutory Home Office	801 Pine Street	Chattanooga, TN 37402				
	(Street and Number)	(City, or Town, State and Zip Code)				
Main Administrative Office	801 Pine Street					
	(Street and Number)					
	Chattanooga, TN 37402	(423)755-5600				
	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)				
Mail Address	801 Pine Street	Chattanooga, TN 37402				
	(Street and Number or P.O. Box)	(City, or Town, State and Zip Code)				
Primary Location of Books and Records	801 Pine Street					
	(Street and Number)					
	Chattanooga, TN 37402	(423)755-5600				
	(City, or Town, State and Zip Code)	(Area Code) (Telephone Number)				
Internet Website Address	www.bcbst.com					
Statutory Statement Contact	Dana Elaine Hull	(423)752-7919				
	(Name)	(Area Code)(Telephone Number)(Extension)				
	Dana_Hull@bcbst.com	(423)752-8331				
	(E-Mail Address)	(Fax Number)				
Policyowner Relations Contact	801 Pine Street					
	(Street and Number)					
	Chattanooga , TN 37402	(423)755-5600				
	(City, or Town, State and Zip Code)	(Area Code) (Telephone Number)(Extension)				

OFFICERS

Ronald Ellis Harr, President & CEO  
John Linville Shull, Secretary  
David Lee Deal, Treasurer & CFO  
Shelia Dian Clemons, Assistant Secretary  
Harold Hoke Cantrell Jr., Assistant Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Ronald Ellis Harr  
David Lee Deal

Vicky Brown Gregg  
Joan Carol Harp

State of Tennessee

County of Hamilton ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Ronald Ellis Harr	John Linville Shull	David Lee Deal
(Printed Name)	(Printed Name)	(Printed Name)
President & CEO	Secretary	Treasurer & CFO
(Title)	(Title)	(Title)

Subscribed and sworn to before me this	a. Is this an original filing?	Yes[X] No[ ]
day of , 2004	b. If no,	
	1. State the amendment number	
	2. Date filed	
	3. Number of pages attached	

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds .....	28,275,553		28,275,553	16,735,531
2.	Stocks:				
2.1	Preferred stocks .....				
2.2	Common stocks .....				
3.	Mortgage loans on real estate:				
3.1	First liens .....				
3.2	Other than first liens .....				
4.	Real estate:				
4.1	Properties occupied by the company (less \$..... encumbrances) .....				
4.2	Properties held for the production of income (less \$..... encumbrances) .....				
4.3	Properties held for sale (less \$..... encumbrances) .....				
5.	Cash (\$....(11,383,252)), cash equivalents (\$.....) and short-term investments \$.....23,148,013) .....	11,764,761		11,764,761	25,239,878
6.	Contract loans (including \$..... premium notes) .....				
7.	Other invested assets .....				
8.	Receivable for securities .....				
9.	Aggregate write-ins for invested assets .....				
10.	Subtotals, cash and invested assets (Lines 1 to 9) .....	40,040,314		40,040,314	41,975,409
11.	Investment income due and accrued .....	418,274		418,274	337,099
12.	Premiums and considerations:				
12.1	Uncollected premiums and agents' balances in the course of collection .....				
12.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums) .....				
12.3	Accrued retrospective premiums .....				
13.	Reinsurance:				
13.1	Amounts recoverable from reinsurers .....				
13.2	Funds held by or deposited with reinsured companies .....				
13.3	Other amounts receivable under reinsurance contracts .....				
14.	Amounts receivable relating to uninsured plans .....	6,553		6,553	1,340
15.1	Current federal and foreign income tax recoverable and interest thereon ...				
15.2	Net deferred tax asset .....	637,250	637,250		
16.	Guaranty funds receivable or on deposit .....				
17.	Electronic data processing equipment and software .....				
18.	Furniture and equipment, including health care delivery assets (\$.....) .....				
19.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
20.	Receivables from parent, subsidiaries and affiliates .....				77,581
21.	Health care (\$.....) and other amounts receivable .....	53	53		53
22.	Other assets nonadmitted .....				
23.	Aggregate write-ins for other than invested assets .....				
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	41,102,444	637,303	40,465,141	42,391,482
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26.	TOTALS (Lines 24 and 25) .....	41,102,444	637,303	40,465,141	42,391,482
DETAILS OF WRITE-INS					
0901	.....				
0902	.....				
0903	.....				
0998.	Summary of remaining write-ins for Line 9 from overflow page .....				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....				
2301	.....				
2302	.....				
2303	.....				
2398.	Summary of remaining write-ins for Line 23 from overflow page .....				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....				

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$..... reinsurance ceded) .....				
2.	Accrued medical incentive pool and bonus amounts .....				
3.	Unpaid claims adjustment expenses .....				
4.	Aggregate health policy reserves .....				
5.	Aggregate life policy reserves .....				
6.	Property/casualty unearned premium reserve .....				
7.	Aggregate health claim reserves .....				
8.	Premiums received in advance .....				
9.	General expenses due or accrued .....	363,532		363,532	83,253
10.1	Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses)) .....				
10.2	Net deferred tax liability .....				
11.	Ceded reinsurance premiums payable .....				
12.	Amounts withheld or retained for the account of others .....				
13.	Remittances and items not allocated .....	57,941		57,941	222,806
14.	Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current) .....				
15.	Amounts due to parent, subsidiaries and affiliates .....	439,490		439,490	
16.	Payable for securities .....				
17.	Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers) .....				
18.	Reinsurance in unauthorized companies .....				
19.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
20.	Liability for amounts held under uninsured accident and health plans .....	850,048		850,048	3,186,161
21.	Aggregate write-ins for other liabilities (including \$..... current) .....	5,846,283		5,846,283	6,136,457
22.	Total liabilities (Lines 1 to 21) .....	7,557,294		7,557,294	9,628,677
23.	Common capital stock .....	X X X	X X X	100,000	100,000
24.	Preferred capital stock .....	X X X	X X X		
25.	Gross paid in and contributed surplus .....	X X X	X X X		
26.	Surplus notes .....	X X X	X X X		
27.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
28.	Unassigned funds (surplus) .....	X X X	X X X	32,807,847	32,662,805
29.	Less treasury stock, at cost:				
	29.1 ... .. shares common (value included in Line 23 \$.....)	X X X	X X X		
	29.2 ... .. shares preferred (value included in Line 24 \$.....)	X X X	X X X		
30.	Total capital and surplus (Lines 23 to 28 minus Line 29) .....	X X X	X X X	32,907,847	32,762,805
31.	Total liabilities, capital and surplus (Lines 22 and 30) .....	X X X	X X X	40,465,141	42,391,482
DETAILS OF WRITE-INS					
2101.	Due State of Tennessee .....	3,769,791		3,769,791	3,954,132
2102.	State Dated Checks .....	1,287,197		1,287,197	1,307,174
2103.	Contingent Legal Liability .....	700,000		700,000	700,000
2198.	Summary of remaining write-ins for Line 21 from overflow page .....	89,295		89,295	175,151
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....	5,846,283		5,846,283	6,136,457
2701	.....	X X X	X X X		
2702	.....	X X X	X X X		
2703	.....	X X X	X X X		
2798.	Summary of remaining write-ins for Line 27 from overflow page .....	X X X	X X X		
2799.	TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above) .....	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
1.	Member Months .....	X X X .....		31
2.	Net premium income (including \$..... non-health premium income) .....	X X X .....	60,239	(490,825)
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....		
4.	Fee-for-service (net of \$..... medical expenses) .....	X X X .....		
5.	Risk revenue .....	X X X .....		
6.	Aggregate write-ins for other health care related revenues .....	X X X .....		
7.	Aggregate write-ins for other non-health revenues .....	X X X .....		
8.	Total revenues (Lines 2 to 7) .....	X X X .....	60,239	(490,825)
<b>Hospital and Medical:</b>				
9.	Hospital/medical benefits .....		(345,850)	(2,100,461)
10.	Other professional services .....		14,269	931,468
11.	Outside referrals .....			
12.	Emergency room and out-of-area .....		(6,367)	(67,096)
13.	Prescription drugs .....		(1,474)	(54,641)
14.	Aggregate write-ins for other hospital and medical .....		153,977	411,449
15.	Incentive pool, withhold adjustments and bonus amounts .....			600
16.	Subtotal (Lines 9 to 15) .....		(185,445)	(878,681)
<b>Less:</b>				
17.	Net reinsurance recoveries .....			
18.	Total hospital and medical (Lines 16 minus 17) .....		(185,445)	(878,681)
19.	Non-health claims .....			
20.	Claims adjustment expenses, including \$.....8,659 cost containment expenses .....		67,077	58,436
21.	General administrative expenses .....		54,881	47,812
22.	Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only) .....			
23.	Total underwriting deductions (Lines 18 through 22) .....		(63,487)	(772,433)
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	123,726	281,608
25.	Net investment income earned .....		99,497	100,074
26.	Net realized capital gains (losses) .....			
27.	Net investment gains or (losses) (Lines 25 plus 26) .....		99,497	100,074
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)] .....			
29.	Aggregate write-ins for other income or expenses .....			
30.	Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X .....	223,223	381,682
31.	Federal and foreign income taxes incurred .....	X X X .....	78,128	134,207
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	145,095	247,475
<b>DETAILS OF WRITE-INS</b>				
0601.	GME, Meharry, & Essential Provider Payment Revenues .....	X X X .....	22,639,503	11,719,388
0602.	GME, Meharry, Critical Access & EPP Premium Taxes .....	X X X .....	(452,790)	(234,388)
0603.	Critical Access Payments .....	X X X .....	(1,049,484)	
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....	(21,137,229)	(11,485,000)
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....		
0701	.....	X X X .....		
0702	.....	X X X .....		
0703	.....	X X X .....		
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....		
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....		
1401.	Exigency Post-Settlement Activity .....		153,977	411,449
1402	.....			
1403	.....			
1498.	Summary of remaining write-ins for Line 14 from overflow page .....			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....		153,977	411,449
2901	.....			
2902	.....			
2903	.....			
2998.	Summary of remaining write-ins for Line 29 from overflow page .....			
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year To Date	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year .....	32,762,805	34,673,137
GAINS AND LOSSES TO CAPITAL & SURPLUS			
34.	Net income or (loss) from Line 32 .....	145,095	(250,577)
35.	Change in valuation basis of aggregate policy and claim reserves .....		
36.	Net unrealized capital gains and losses .....		
37.	Change in net unrealized foreign exchange capital gain or (loss) .....		
38.	Change in net deferred income tax .....		(2,964,661)
39.	Change in nonadmitted assets .....	(53)	5,330,324
40.	Change in unauthorized reinsurance .....		
41.	Change in treasury stock .....		
42.	Change in surplus notes .....		
43.	Cumulative effect of changes in accounting principles .....		
44.	Capital Changes:		
44.1	Paid in .....		
44.2	Transferred from surplus (Stock Dividend) .....		
44.3	Transferred to surplus .....		
45.	Surplus adjustments:		
45.1	Paid in .....		
45.2	Transferred to capital (Stock Dividend) .....		
45.3	Transferred from capital .....		
46.	Dividends to stockholders .....		
47.	Aggregate write-ins for gains or (losses) in surplus .....		(4,025,418)
48.	Net change in capital and surplus (Lines 34 to 47) .....	145,042	(1,910,332)
49.	Capital and surplus end of reporting period (Line 33 plus 48) .....	32,907,847	32,762,805
DETAILS OF WRITE-INS			
4701.	Correction of error to deferred tax calculation .....		(4,025,418)
4702.	.....		
4703	.....		
4798.	Summary of remaining write-ins for Line 47 from overflow page .....		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....		(4,025,418)

Report #2A: VOLUNTEER STATE HEALTH PLAN, INC STATEMENT OF REVENUES AND EXPENSES			
	Current Year		Previous Year
	Current Period	Year-to-date Total	Total
MEMBER MONTHS	-	-	(111)
<b>REVENUES:</b>			
1. TennCare Capitation	60,239	60,239	(3,418,182)
2. Adverse Selection	-	-	-
3. Total TennCare Revenue (Lines 1 and 2)	60,239	60,239	(3,418,182)
4. Investment	99,497	99,497	501,165
5. Other Revenue (Provide Detail)	-	-	-
6. TOTAL REVENUES (Lines 1 to 5)	159,736	159,736	(2,917,017)
<b>EXPENSES:</b>			
Medical and Hospital Services:			
7. Capitated Physician Services	-	-	(222)
8. Fee-for Service Physician Services	(48,030)	(48,030)	(1,093,501)
9. Inpatient Hospital Services	186,886	186,886	(997,409)
10. Outpatient Services	(64,145)	(64,145)	(589,196)
11. Emergency Room Services	(7,310)	(7,310)	(44,137)
12. Mental Health Services	-	-	-
13. Dental Services	-	-	(15,681)
14. Vision Services	40	40	(556)
15. Pharmacy Services	-	-	66,871
16. Home Health Services	10,423	10,423	(80,199)
17. Chiropractic Services	-	-	-
18. Radiology Services	(13,153)	(13,153)	11,188
19. Laboratory Services	(2,581)	(2,581)	4,909
20. Durable Medical Services	12,087	12,087	(135,120)
21. Transportation Services	7,403	7,403	(170,318)
22. Outside Referrals	-	-	-
23. Medical Incentive Pool and Withhold Adjustments	-	-	-
24. Occupancy, Depreciation, and Amortization	-	-	-
25. Other Medical and Hospital Services (Provide Detail)	67,277	67,277	773,973
26. Subtotal (Lines 7 to 25)	148,896	148,896	(2,269,398)
LESS:			
27. Reinsurance Expenses Net of Recoveries			
28. Copayments	(180)	(180)	(30,724)
29. Subrogation and Coordination of Benefits	334,521	334,521	1,712,239
30. Subtotal (Lines 27 to 29)	334,341	334,341	1,681,515
31. TOTAL MEDICAL AND HOSPITAL (Lines 26 minus line 30)	(185,445)	(185,445)	(3,950,913)
Administration:			
32. Compensation	81,267	81,267	1,300,468
33. Marketing	-	-	-
34. Interest Expense	-	-	-
35. Premium Tax Expense	1,205	1,205	(68,364)
36. Occupancy, Depreciation and Amortization	9,902	9,902	158,452
37. Other Administration (Provide Detail)	29,584	29,584	473,425
38. TOTAL ADMINISTRATION (Lines 32 to 37)	121,958	121,958	1,863,981
39. TOTAL EXPENSES (Lines 31 and 38)	(63,487)	(63,487)	(2,086,932)
40. Extraordinary Item			
41. Provision for Federal Income Taxes	78,128	78,128	(579,508)
42. NET INCOME/(LOSS) (Line 6 less Lines 39,40 and 41))	145,095	145,095	(250,577)
<b>DETAILS OF WRITE-INS</b>			
0501. GME, Meharry, & Essential Provider Payment Revenues	22,639,503	22,639,503	121,487,264
0502. GME, Meharry, Critical Access, and EPP Premium Taxes	(452,790)	(452,790)	(2,429,745)
0503. Critical Access Payments	(1,049,484)	(1,049,484)	(3,305,038)
0504. Meharry Payments	(1,230,574)	(1,230,574)	(7,403,256)
0505. GME Payments	(19,906,655)	(19,906,655)	(33,349,225)
0506. Essential Provider Payments (EPP)	-	-	(75,000,000)
0599. TOTALS	-	-	-
2501. Exigency Post-Settlement Activity	153,977	153,977	810,534
2502. Out of Area Claims	944	944	284
2503. PT/OT/ST, Supplies, Prosthetics, etc.	(5,679)	(5,679)	1,696
2504. Bad Debt Expense	(81,965)	(81,965)	(38,541)
2599. TOTALS	67,277	67,277	773,973
3701. Equipment	12,438	12,438	199,031
3702. Postage/Telephone	5,917	5,917	94,685
3703. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	5,795	5,795	92,753
3704. Auditing, Actuarial, and Other Consulting	1,932	1,932	30,918
3705. Outsourced Services	1,811	1,811	28,985
3706. Printing and Stationary	1,691	1,691	27,053
3799. TOTALS	29,584	29,584	473,425

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance .....	60,239	(3,418,182)
2.	Net investment income .....	215,679	1,190,059
3.	Miscellaneous income .....		
4.	Total (Lines 1 through 3) .....	275,918	(2,228,123)
5.	Benefit and loss related payments .....	(185,445)	(2,394,528)
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	2,183,005	3,257,166
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses) .....	78,128	347,357
10.	Total (Lines 5 through 9) .....	2,075,688	1,209,995
11.	Net cash from operations (Line 4 minus Line 10) .....	(1,799,770)	(3,438,118)
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....	15,400,000	4,000,000
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....		
12.7	Miscellaneous proceeds .....		
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....	15,400,000	4,000,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	27,137,379	1,319,844
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....		
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	27,137,379	1,319,844
14.	Net increase (or decrease) in policy loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(11,737,379)	2,680,156
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....	62,032	(4,146,162)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	62,032	(4,146,162)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
18.	Net change in cash and short-term investments (Lines 11 plus 15 plus 17) .....	(13,475,117)	(4,904,124)
19.	Cash and short-term investments:		
19.1	Beginning of year .....	25,239,878	30,144,002
19.2	End of period (Line 18 plus Line 19.1) .....	11,764,761	25,239,878

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001	.....		



**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year .....													
2. First Quarter .....													
3. Second Quarter .....													
4. Third Quarter .....													
5. Current Year .....													
6. Current Year Member Months .....													
Total Member Ambulatory Encounters for Period:													
7. Physician .....	(1,245)								(1,245)				
8. Non-Physician .....	(268)								(268)				
9. Total .....	(1,513)								(1,513)				
10. Hospital Patient Days Incurred .....	233								233				
11. Number of Inpatient Admissions .....	1								1				
12. Health Premiums Written .....	60,239								60,239				
13. Life Premiums Direct .....													
14. Property/Casualty Premiums Written .....													
15. Health Premiums Earned .....	60,239								60,239				
16. Property/Casualty Premiums Earned .....													
17. Amount Paid for Provision of Health Care Services ...	(185,445)								(185,445)				
18. Amount Incurred for Provision of Health Care Services .....	(185,445)								(185,445)				

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
<div>NONE</div>						
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						.....

**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....	.....	.....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7.	Title XIX - Medicaid .....	(185,445)	.....	.....	.....	(185,445)	.....
8.	Other health .....	.....	.....	.....	.....	.....	.....
9.	Health subtotal (Lines 1 to 8) .....	(185,445)	.....	.....	.....	(185,445)	.....
10.	Other non-health .....	.....	.....	.....	.....	.....	.....
11.	Medical incentive pools, and bonus amounts .....	.....	.....	.....	.....	.....	.....
12.	TOTALS .....	(185,445)	.....	.....	.....	(185,445)	.....

# Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Volunteer State Health Plan, Inc. (VSHP) (the Company) are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (TDCI).

The TDCI, TennCare Division, recognizes only statutory accounting practices prescribed or permitted by the State of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners’ (NAIC) *Accounting Practices and Procedures* manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Tennessee. The Commissioner of Insurance has the right to permit specific practices that deviate from prescribed practices.

The Company, at the direction of the Commissioner of Insurance of the State of Tennessee, records premium and claims equivalents for the uninsured Exigency period (July 1, 2000 – June 30, 2001), instead of reporting the net gain/(loss) in the general administrative expense line of the current year column as required by NAIC SAP. If premium equivalents were not recorded, revenues would not be increased and claims would be increased \$17,256 YTD. The Exigency agreement with the State allowed VSHP to retain 1/3 of any gain and the State to receive 2/3 of any gain. The State covers any claims losses. This activity is settled monthly on a cash basis.

At the request of the TDCI, TennCare Division, VSHP no longer reports for ASOs the receivables and associated payables to the State of Tennessee for pharmacy rebates, investment interest income, and premium taxes. The rationale behind the exclusion is these assets have no economic benefit to VSHP.

The TDCI, TennCare Division, allows a prescribed practice of admitting the most current 90 days of Health Care Receivables (per Tennessee Code Annotated (TCA) §56-32-212 (a) 5D).

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Tennessee at March 31, 2004 is shown below:

	<u>2004</u>	<u>2003</u>
(1) Net Income Tennessee state basis	\$ 145,095	\$ (250,577)
(2) Tennessee Prescribed Practices (Income):		
Admission of Health Care Receivables	<u>0</u>	<u>0</u>
(3) Net Income, NAIC SAP	145,095	(250,577)
(4) Statutory Surplus, State of Tennessee	32,907,847	32,762,805
(5) Tennessee Prescribed Practices (Surplus)		
Admission of Health Care Receivables	<u>0</u>	<u>(53)</u>
(6) Statutory Surplus, NAIC SAP	\$ 32,907,847	\$ 32,762,752

B. Use of Estimates in the Preparation of the Financial Statements

No Change

C. Accounting Policy

No Change

2. Accounting Changes and Corrections of Errors

No Change

3. Business Combinations and Goodwill

No Change

4. Discontinued Operations

No Change

5. Investments

No Change

6. Joint Ventures, Partnerships and Limited Liability Companies

No Change

Notes to Financial Statement

7. Investment Income

No Change

8. Derivative Instruments

No Change

9. Income Taxes

A. The components of the net DTA recognized in the Company’s Assets, Liabilities, Surplus, and Other Funds are as follows:

	<u>March 31, 2004</u>	<u>December 31, 2003</u>
(1)Total gross deferred tax assets	\$ 637,250	\$ 637,250
(2)Total of deferred tax liabilities	<u>0</u>	<u>0</u>
(3)Net deferred tax asset	637,250	637,250
(4)Deferred tax asset nonadmitted	<u>637,250</u>	<u>637,250</u>
(5)Net admitted deferred tax asset	0	0
(6)Increase (decrease) in nonadmitted asset	\$ 0	\$ (335,524)

B. No Change

C. The provisions for incurred taxes on earnings for the periods ended March 31, 2004 and December 31, 2003 are:

	<u>2004</u>	<u>2003</u>
Federal	\$ 78,128	\$ (579,508)
Foreign	<u>0</u>	<u>0</u>
	78,128	(579,508)
Federal income tax on net capital gains	0	0
Utilization of capital loss carry-forwards	<u>0</u>	<u>0</u>
Federal and foreign income taxes incurred	\$ 78,128	\$ (579,508)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:

	<u>March 31, 2004</u>	<u>December 31, 2003</u>
Deferred tax assets:		
Loss Reserve Discounting	\$ 1,309	\$ 1,309
Receivables	390,941	390,941
Contingency	<u>245,000</u>	<u>245,000</u>
Total deferred tax assets	637,250	637,250
Nonadmitted deferred tax assets	<u>(637,250)</u>	<u>(637,250)</u>
Admitted deferred tax assets	0	0
Deferred tax liabilities	<u>0</u>	<u>0</u>
Net admitted deferred tax asset	\$ 0	\$ 0

D. The provision for federal and foreign income taxes incurred at December 31, 2003 is different from that which would be obtained by applying the statutory Federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	<u>December 31, 2003</u>	<u>Effective Tax Rate</u>
Provision computed at statutory rate	\$ (289,911)	(35.0)%
Loss Reserve Discounting	( 13,608)	(1.6)%
Contingency	(262,500)	(31.8)%
Receivables	<u>( 13,489)</u>	(1.6)%
Total	(579,508)	(70.0)%
Federal and foreign income taxes incurred	(289,911)	(35.0)%
Change in net deferred income taxes	<u>(289,597)</u>	(35.0)%
Total statutory income taxes	(579,508)	(70.0)%

E. No Change

F. The Company’s federal Income Tax return is consolidated with the following entities:

BlueCross BlueShield of Tennessee, Inc.  
Tennessee Health Care Network, Inc.  
Golden Security Insurance Company  
Group Insurance Services, Inc.  
Southern Diversified Business Services, Inc.

Notes to Financial Statement

10.

Information Concerning Parent, Subsidiaries and Affiliates

No Change
11.

Debt

No Change
12.

Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No Change
13.

Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

No Change
14.

Contingencies

No Change
15.

Leases

No Change
16.

Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

No Change
17.

Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

C.

Wash Sales

Not Applicable
18.

Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

A.

ASO Plan:

TennCare Select, effective July 1, 2001, and the Stabilization Plan, effective July 1, 2002, are ASO arrangements with the State. The administrative fees received are equivalent to the expenses recorded. Per an Administrative Service Agreement, these expenses are paid to the Parent, who records any gain or (loss) on their books. TennCare Select is reported on the supplemental income statement (Report #2A, p. 5.2). The Stabilization Plan is reported on the supplemental income statement (Report #2A, p. 5.3) All assets related to TennCare Select and the Stabilization Plan are reported in their appropriate categories on the balance sheet. All liabilities for the ASO plans are netted on page 3, line 16 in the category labeled “Liability for amounts held under uninsured accident and health plans”, excluding any ‘due to/from’ transactions occurring between the ASO, insured business, and the Parent.

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2004:

	(1)	(2)	(3)
	ASO	Uninsured	
	Uninsured	Portion of	Total
	<u>Plans</u>	<u>Partially Insured</u>	<u>ASO</u>
<u>Plans</u>		<u>Plans</u>	
a. Net reimbursement for Administrative Expenses (including Administrative Fees) In excess of actual expenses	\$ (4,000)	\$0	\$ (4,000)
b. Total Net Other Income or Expenses (including interest paid to or received from plans)	0	0	0
c. Net Gain or (Loss) from operations	(4,000)	0	(4,000)
d. Total Claims Payment Volume	\$322,683,928	\$0	\$322,683,928

Notes to Financial Statement

- B.

ASC Plan

The Company operated under an Exigency agreement with the State for the period July 1, 2000 through June 30, 2001. At the direction of the TDCI, premium and claims equivalents are disseminated throughout the NAIC filing.
- A.

Medicare or Other Similarly Structured Cost Based Reimbursement Contract:

Not Applicable
19.

Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

No Change
20.

September 11 Events

No Change
21.

Other Items

No Change
22.

Events Subsequent

No Change
23.

Reinsurance

No Change
24.

Retrospectively Rated Contracts

No Change
25.

Change in Incurred Claims and Claim Adjustment Expenses

No Change
26.

Intercompany Pooling Arrangements

No Change
27.

Structured Settlements

No Change
28.

Health Care Receivables

No Change
29.

Participating Policies

No Change
30.

Premium Deficiency Reserve

No Change
31.

Anticipated Salvage and Subrogation

No Change

**GENERAL INTERROGATORIES**  
(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

**PART 1 - COMMON INTERROGATORIES**  
**GENERAL**

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes[ ] No[X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[ ] No[X]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes[ ] No[ ] N/A[X]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[ ] No[X]
- 3.2 If yes, date of change:  
If not previously filed, furnish herewith a certified copy of the instrument as amended.
4. Have there been any substantial changes in the organizational chart since the prior quarter end?  
If yes, complete the Schedule Y - Part 1 - organization chart

Yes[ ] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
.....	.....	.....

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?  
If yes, attach an explanation.

Yes[ ] No[X] N/A[ ]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2002
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2002
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

12/10/2003
- 7.4 By what department or departments?  
Tennessee Department of Commerce and Insurance
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes[ ] No[X]
- 8.2 If yes, give full information
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
.....	.....	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

**INVESTMENT**

- 10.1 Has there been any changes in the reporting entity's own preferred or common stock?

Yes[ ] No[X]
- 10.2 If yes, explain:
- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ .....
13. Amount of real estate and mortgages held in short-term investments:

\$ .....
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[ ] No[X]
- 14.2 If yes, please complete the following:



**GENERAL INTERROGATORIES (Continued)**

		1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21	Bonds .....	.....	.....
14.22	Preferred Stock .....	.....	.....
14.23	Common Stock .....	.....	.....
14.24	Short-Term Investments .....	.....	.....
14.25	Mortgages, Loans or Real Estate .....	.....	.....
14.26	All Other .....	.....	.....
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	.....	.....
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above .....	.....	.....
14.29	Receivable from Parent not included in Lines 14.21 to 14.26 above .....	.....	.....

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes[ ] No[X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

Yes[ ] No[ ] N/A[X]
16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV, H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[ ]
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Union Planters Bank, N.A. ....	PO Box 387 Memphis, TN 38119 .....

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes[ ] No[X]
- 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
111807 .....	Union Planter’s Bank N.A .....	PO Box 387 Memphis, TN 38147 .....

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....		
2.	Increase (decrease) by adjustment .....		
3.	Cost of acquired .....		
4.	Cost of additions to and permanent improvements .....		
5.	Total profit (loss) on sales .....		
6.	Increase (decrease) by foreign exchange adjustment .....		
7.	Amount received on sales .....		
8.	Book/adjusted carrying value at end of current period .....		
9.	Total valuation allowance .....		
10.	Subtotal (Lines 8 plus 9) .....		
11.	Total nonadmitted amounts .....		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column) .....		

SCHEDULE B - VERIFICATION

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year ..		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount and mortgage interest points and commitment fees .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column) .....		

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year .....		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book/adjusted carrying value of long-term invested assets at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3) .....		

SCHEDULE D - VERIFICATION

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	16,735,531	19,994,049
2.	Cost of bonds and stocks acquired .....	27,137,379	1,319,844
3.	Accrual of discount .....		
4.	Increase (decrease) by adjustment .....		
5.	Increase (decrease) by foreign exchange adjustment .....		
6.	Total profit (loss) on disposal .....		
7.	Consideration for bonds and stocks disposed of .....	15,400,000	4,000,000
8.	Amortization of premium .....	197,357	578,362
9.	Book/adjusted carrying value, current period .....	28,275,553	16,735,531
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....	28,275,553	16,735,531
12.	Total nonadmitted amounts .....		
13.	Statement value .....	28,275,553	16,735,531

**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....	53,236,334	356,496,789	358,096,540	(213,017)	51,423,566			53,236,334
2. Class 2 .....								
3. Class 3 .....								
4. Class 4 .....								
5. Class 5 .....								
6. Class 6 .....								
7. TOTAL Bonds .....	53,236,334	356,496,789	358,096,540	(213,017)	51,423,566			53,236,334
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. TOTAL Preferred Stock .....								
15. TOTAL Bonds & Preferred Stock .....	53,236,334	356,496,789	358,096,540	(213,017)	51,423,566			53,236,334

**SCHEDULE DA - PART 1**  
**Short - Term Investments Owned End of Current Quarter**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. TOTALS .....	23,148,013	X X X .....	23,163,673	96,966	9,250

**SCHEDULE DA - PART 2 - Verification**  
**Short-Term Investments Owned**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	36,500,803	42,076,930
2. Cost of short-term investments acquired .....	329,359,410	1,263,976,972
3. Increase (decrease) by adjustment .....	(15,660)	
4. Increase (decrease) by foreign exchange adjustment .....		
5. Total profit (loss) on disposal of short-term investments .....		
6. Consideration received on disposal of short-term investments .....	342,696,540	1,269,553,099
7. Book/adjusted carrying value, current period .....	23,148,013	36,500,803
8. Total valuation allowance .....		
9. Subtotals (Lines 7 plus 8) .....	23,148,013	36,500,803
10. Total nonadmitted amounts .....		
11. Statement value (Lines 9 minus 10) .....	23,148,013	36,500,803
12. Income collected during period .....	87,716	519,993
13. Income earned during period .....	78,797	457,860

**SCHEDULE DB - PART F - SECTION 1**  
**Summary of Replicated (Synthetic) Assets Open**

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset							
1  Replication RSAT Number	2  Description	3  NAIC Designation or Other Description	4  Statement Value	5  Fair Value	Derivative Instruments Open		Cash Instrument(s) Held					
					6	7	8	9	10	11	12	
					Description	Fair Value	CUSIP	Description	Statement Value	Fair Value	NAIC Designation or Other Description	
					NONE							
9999999 Totals .....			.....	.....	X X X .....		.....	X X X .....	X X X .....	.....	.....	X X X .....

**SCHEDULE DB - PART F - SECTION 2**  
**Reconciliation of Replicated (Synthetic) Assets Open**

		First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-To-Date	
		1	2	3	4	5	6	7	8	9	10
		Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value
1.	Beginning Inventory .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
2.	Add: Opened or Acquired Transactions .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
3.	Add: Increases in Replicated Asset Statement Value .....	X X X .....	.....	NONE		X X X .....	.....	X X X .....	.....	X X X .....	.....
4.	Less: Closed or Disposed of Transactions .....	.....	.....			.....	.....	.....	.....	.....	.....
5.	Less: Positions Disposed of for Failing Effectiveness Criteria .....	.....	.....			.....	.....	.....	.....	.....	.....
6.	Less: Decreases in Replicated (Synthetic) Asset Statement Value .....	X X X .....	.....			X X X .....	.....	X X X .....	.....	X X X .....	.....
7.	Ending Inventory .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

**SCHEDULE S - CEDED REINSURANCE**  
**Showing all new reinsurers-Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3  Name of Reinsurer	4  Location	5 Is Insurer Authorized? (Yes or No)
		<div>NONE</div>		

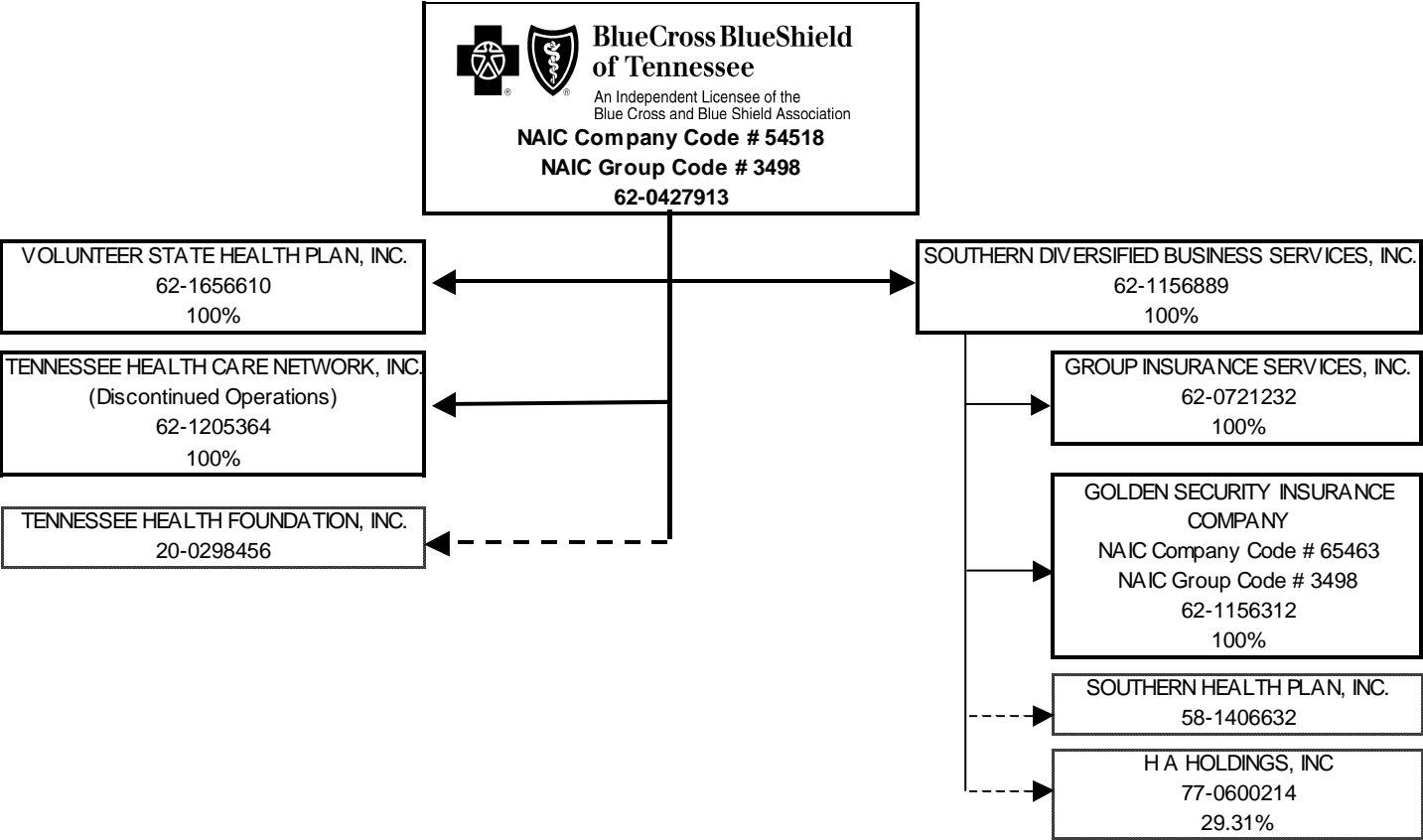
**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**  
**Allocated by States and Territories**

		1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date					
				3  Accident and Health Premiums	4  Medicare Title XVIII	5  Medicaid Title XIX	6  Federal Employees Health Benefits Program Premiums	7  Life and Annuity Premiums and Deposit-Type Contract Funds	8  Property/ Casualty Premiums
State, Etc.									
1.	Alabama (AL) .....	No ..	No ..						
2.	Alaska (AK) .....	No ..	No ..						
3.	Arizona (AZ) .....	No ..	No ..						
4.	Arkansas (AR) .....	No ..	No ..						
5.	California (CA) .....	No ..	No ..						
6.	Colorado (CO) .....	No ..	No ..						
7.	Connecticut (CT) .....	No ..	No ..						
8.	Delaware (DE) .....	No ..	No ..						
9.	District of Columbia (DC) .....	No ..	No ..						
10.	Florida (FL) .....	No ..	No ..						
11.	Georgia (GA) .....	No ..	No ..						
12.	Hawaii (HI) .....	No ..	No ..						
13.	Idaho (ID) .....	No ..	No ..						
14.	Illinois (IL) .....	No ..	No ..						
15.	Indiana (IN) .....	No ..	No ..						
16.	Iowa (IA) .....	No ..	No ..						
17.	Kansas (KS) .....	No ..	No ..						
18.	Kentucky (KY) .....	No ..	No ..						
19.	Louisiana (LA) .....	No ..	No ..						
20.	Maine (ME) .....	No ..	No ..						
21.	Maryland (MD) .....	No ..	No ..						
22.	Massachusetts (MA) .....	No ..	No ..						
23.	Michigan (MI) .....	No ..	No ..						
24.	Minnesota (MN) .....	No ..	No ..						
25.	Mississippi (MS) .....	No ..	No ..						
26.	Missouri (MO) .....	No ..	No ..						
27.	Montana (MT) .....	No ..	No ..						
28.	Nebraska (NE) .....	No ..	No ..						
29.	Nevada (NV) .....	No ..	No ..						
30.	New Hampshire (NH) .....	No ..	No ..						
31.	New Jersey (NJ) .....	No ..	No ..						
32.	New Mexico (NM) .....	No ..	No ..						
33.	New York (NY) .....	No ..	No ..						
34.	North Carolina (NC) .....	No ..	No ..						
35.	North Dakota (ND) .....	No ..	No ..						
36.	Ohio (OH) .....	No ..	No ..						
37.	Oklahoma (OK) .....	No ..	No ..						
38.	Oregon (OR) .....	No ..	No ..						
39.	Pennsylvania (PA) .....	No ..	No ..						
40.	Rhode Island (RI) .....	No ..	No ..						
41.	South Carolina (SC) .....	No ..	No ..						
42.	South Dakota (SD) .....	No ..	No ..						
43.	Tennessee (TN) .....	No ..	Yes ..			60,239			
44.	Texas (TX) .....	No ..	No ..						
45.	Utah (UT) .....	No ..	No ..						
46.	Vermont (VT) .....	No ..	No ..						
47.	Virginia (VA) .....	No ..	No ..						
48.	Washington (WA) .....	No ..	No ..						
49.	West Virginia (WV) .....	No ..	No ..						
50.	Wisconsin (WI) .....	No ..	No ..						
51.	Wyoming (WY) .....	No ..	No ..						
52.	American Samoa (AS) .....	No ..	No ..						
53.	Guam (GU) .....	No ..	No ..						
54.	Puerto Rico (PR) .....	No ..	No ..						
55.	U.S. Virgin Islands (VI) .....	No ..	No ..						
56.	Canada (CN) .....	No ..	No ..						
57.	Aggregate other alien (OT) .....	X X X ..	X X X ..						
58.	TOTAL (Direct Business) .....	X X X ..	(a)..... 1			60,239			
DETAILS OF WRITE-INS									
5701	.....	X X X ..	X X X ..						
5702	.....	X X X ..	X X X ..						
5703	.....	X X X ..	X X X ..						
5798.	Summary of remaining write-ins for Line 57 from overflow page .....	X X X ..	X X X ..						
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above) .....	X X X ..	X X X ..						

(a) Insert the number of yes responses except for Canada and Other Alien.



**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the SVO Compliance Certification be filed with this statement?

**RESPONSES**

Yes

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
2104.	Payable to THP .....	..... 86,405	.....	..... 86,405	..... 81,410
2105.	Exigency Post-Settlement Activity .....	..... 2,890	.....	..... 2,890	..... 93,741
2197.	Summary of remaining write-ins for Line 21 (Line 2104 through 2196) .....	..... 89,295	.....	..... 89,295	..... 175,151

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
0604.	Meharry Payments .....	..... X X X .....	..... (1,230,574)	.....
0605.	GME Payments .....	..... X X X .....	..... (19,906,655)	..... (11,485,000)
0697.	Summary of remaining write-ins for Line 6 (Lines 0604 through 0696) .....	..... X X X .....	..... (21,137,229)	..... (11,485,000)

**SCHEDULE A - PART 2**  
**Showing all Real Estate ACQUIRED During the Current Quarter**

1  Description of Property	Location		4  Date Acquired	5  Name of Vendor	6  Actual Cost	7  Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Expended for Additions and Permanent Improvements
	2	3						
	City	State						
NONE								
9999999 Totals .....					.....	.....	.....	.....

**SCHEDULE A - PART 3**  
**Showing all Real Estate SOLD during the Quarter, including Payments during the Final Year on "Sales under Contract"**

1  Description of Property	Location		4  Disposal Date	5  Name of Purchaser	6  Actual Cost	7  Increase (Decrease) by Adjustment	8  Increase (Decrease) by Foreign Exchange Adjustment	9 Expended for Additions, Permanent Improvements and Changes in Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11  Amounts Received	12  Foreign Exchange Profit (Loss) on Sale	13  Realized Profit (Loss) on Sale	14  Total Profit (Loss) on Sale	15 Gross Income Earned Less Interest Incurred on Encumbrances	16  Taxes, Repairs and Expenses Incurred
	2  City	3  State													
					NONE										
9999999 Totals .....					.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE B - PART 1

Showing all Mortgage Loans ACQUIRED during the Current Quarter

1	Location		4	5	6	7	8	9	10	11
	2	3								
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Book Value/Recorded Investment Excluding Accrued Interest	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Value of Land and Buildings	Date of Last Appraisal or Valuation
NONE										
9999999 GRAND TOTAL .....						.....	.....	.....	.....	... X X X ..

SCHEDULE B - PART 2

Showing all Mortgage Loans SOLD, transferred or paid in full during the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12	13
	2	3										
Loan Number	City	State	Loan Type	Date Acquired	Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Book Value/Recorded Investment Excluding Accrued Interest at Disposition	Consideration Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale
NONE												
9999999 Totals .....					.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets ACQUIRED during the Current Quarter

1	Location		4	5	6	7	8	9	10
	2	3							
Number of Units and Description	City	State	Name of Vendor	Date Acquired	Actual Cost	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment
NONE									
9999999 Totals .....					.....	.....	.....	.....	.....

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, transferred or paid in full during the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12	13
	2	3										
Number of Units and Description	City	State	Name of Purchaser or Nature of Disposition	Date Acquired	Book/ Adjusted Carrying Value Less Encumbrances Prior Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Book Adjusted/ Carrying Value Less Encumbrances at Disposition	Consideration Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale
NONE												
9999999 Totals .....					.....	.....	.....	.....	.....	.....	.....	.....

**SCHEDULE D - PART 3**

**Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
3133MBT23 .....	FEDERAL HOME LOAN BANK .....		01/16/2004 .....	Morgan Keegan .....	X X X .....	2,154,300 .....	2,000,000.00 .....	13,524 .....	1 .....
3133MYRRO .....	FEDERAL HOME LOAN BANK .....		03/10/2004 .....	Morgan Keegan .....	X X X .....	6,276,508 .....	6,200,000.00 .....	52,442 .....	1 .....
3133X1ZV2 .....	FEDERAL HOME LOAN BANK .....		01/16/2004 .....	Morgan Keegan .....	X X X .....	1,002,812 .....	1,000,000.00 .....	3,203 .....	1 .....
3133X3ES8 .....	FEDERAL HOME LOAN BANK .....		01/21/2004 .....	Morgan Keegan .....	X X X .....	3,007,500 .....	3,000,000.00 .....	.....	1 .....
3133X3L35 .....	FEDERAL HOME LOAN BANK .....		02/01/2004 .....	Morgan Keegan .....	X X X .....	2,000,000 .....	2,000,000.00 .....	.....	1 .....
0399999 Subtotal - Bonds - U.S. Governments .....					X X X .....	14,441,120 .....	14,200,000.00 .....	69,169 .....	X X X .....
<b>Bonds - Public Utilities</b>									
302570AR7 .....	FLORIDA P&L GROUP CAPITAL .....		01/16/2004 .....	Morgan Keegan .....	X X X .....	1,006,250 .....	1,000,000.00 .....	5,833 .....	1 .....
3899999 Subtotal - Bonds - Public Utilities .....					X X X .....	1,006,250 .....	1,000,000.00 .....	5,833 .....	X X X .....
<b>Bonds - Industrial and Miscellaneous</b>									
020002AL5 .....	ALLSTATE CORP .....		01/20/2004 .....	Morgan Keegan .....	X X X .....	1,080,930 .....	1,000,000.00 .....	17,938 .....	1 .....
079867AL1 .....	BELLSOUTH TELECOMMUNICATIONS .....		01/21/2004 .....	Morgan Keegan .....	X X X .....	1,068,600 .....	1,000,000.00 .....	7,403 .....	1 .....
12490KAB3 .....	CBS CORP .....		01/20/2004 .....	Morgan Keegan .....	X X X .....	1,073,820 .....	1,000,000.00 .....	12,512 .....	1 .....
00206HH72 .....	CIT - AT&T CAP CORP MTN TR #00638 .....		01/20/2004 .....	Morgan Keegan .....	X X X .....	1,065,000 .....	1,000,000.00 .....	12,467 .....	1 .....
428236AD5 .....	HEWLETT-PACKARD CO .....		01/21/2004 .....	Morgan Keegan .....	X X X .....	1,076,480 .....	1,000,000.00 .....	8,143 .....	1 .....
441812GL2 .....	HOUSEHOLD FIN CORP NT .....		01/20/2004 .....	Morgan Keegan .....	X X X .....	1,164,494 .....	1,075,000.00 .....	17,678 .....	1 .....
590188JE9 .....	MERRILL LYNCH & CO INC .....		01/20/2004 .....	Morgan Keegan .....	X X X .....	1,064,000 .....	1,000,000.00 .....	1,333 .....	1 .....
718507BP0 .....	PHILLIPS PETE CO NT .....		01/20/2004 .....	Morgan Keegan .....	X X X .....	1,092,690 .....	1,000,000.00 .....	13,694 .....	1 .....
833667AC2 .....	SOCIETY NATIONAL BANK .....		01/16/2004 .....	Morgan Keegan .....	X X X .....	538,005 .....	500,000.00 .....	5,135 .....	1 .....
87612EAA4 .....	TARGET CORP .....		01/21/2004 .....	Morgan Keegan .....	X X X .....	1,065,050 .....	1,000,000.00 .....	33,542 .....	1 .....
929771AQ6 .....	WACHOVIA CORP .....		01/21/2004 .....	Morgan Keegan .....	X X X .....	1,400,940 .....	1,290,000.00 .....	2,937 .....	1 .....
4599999 Subtotal - Bonds - Industrial and Miscellaneous .....					X X X .....	11,690,009 .....	10,865,000.00 .....	132,782 .....	X X X .....
6099997 Subtotal - Bonds - Part 3 .....					X X X .....	27,137,379 .....	26,065,000.00 .....	207,784 .....	X X X .....
6099998 Summary Item for Bonds Bought and Sold This Quarter .....					X X X .....	X X X .....	X X X .....	X X X .....	X X X .....
6099999 Subtotal - Bonds .....					X X X .....	27,137,379 .....	26,065,000.00 .....	207,784 .....	X X X .....
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter .....					X X X .....	X X X .....	X X X .....	X X X .....	X X X .....
7299998 Summary Item for Common Stock Bought and Sold This Quarter .....					X X X .....	X X X .....	X X X .....	X X X .....	X X X .....
7399999 Subtotal - Preferred and Common Stock .....					X X X .....	.....	X X X .....	.....	X X X .....
7499999 Total - Bonds, Preferred and Common Stock .....					X X X .....	27,137,379 .....	X X X .....	207,784 .....	X X X .....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

**SCHEDULE D - PART 4**

**Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of  
by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>																					
3133MCRV9	FEDERAL HOME LOAN BANK	...	01/05/2004	MATURITY	... X X X ...	... 2,000,000	... 2,000,000.00	... 2,083,620	... 2,000,894	...	...	...	...	...	...	...	...	...	...	...	...
3133MMR88	FEDERAL HOME LOAN BANK	...	02/13/2004	MATURITY	... X X X ...	... 1,850,000	... 1,850,000.00	... 1,898,544	... 1,854,950	...	...	...	...	...	...	...	...	...	...	...	...
3134A2T99	FEDERAL HOME LOAN MTG CORP	...	01/15/2004	MATURITY	... X X X ...	... 2,000,000	... 2,000,000.00	... 2,074,520	... 2,002,719	...	...	...	...	...	...	...	...	...	...	...	...
3134A4JN5	FEDERAL HOME LOAN MTG CORP	...	01/15/2004	MATURITY	... X X X ...	... 2,000,000	... 2,000,000.00	... 2,040,940	... 2,001,492	...	...	...	...	...	...	...	...	...	...	...	...
31359MEM1	FEDERAL NATIONAL MORTGAGE ASSN	...	02/13/2004	MATURITY	... X X X ...	... 2,000,000	... 2,000,000.00	... 2,083,880	... 2,008,553	...	...	...	...	...	...	...	...	...	...	...	...
912827N81	U S TREASURY NOTE	...	02/15/2004	MATURITY	... X X X ...	... 5,550,000	... 5,550,000.00	... 5,862,016	... 5,569,821	...	...	...	...	...	...	...	...	...	...	...	...
0399999 Subtotal - Bonds - U.S. Governments					... X X X ...	... 15,400,000	... 15,400,000.00	... 16,043,520	... 15,438,429	...	...	...	...	...	...	...	...	...	...	...	...
6099997 Subtotal - Bonds - Part 4					... X X X ...	... 15,400,000	... 15,400,000.00	... 16,043,520	... 15,438,429	...	...	...	...	...	...	...	...	...	...	...	...
6099998 Summary Item for Bonds Bought and Sold This Quarter					... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...
6099999 Subtotal - Bonds					... X X X ...	... 15,400,000	... 15,400,000.00	... 16,043,520	... 15,438,429	...	...	...	...	...	...	...	...	...	...	...	...
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter					... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...
7299998 Summary Item for Common Stock Bought and Sold This Quarter					... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...
7399999 Subtotal - Preferred and Common Stock					... X X X ...	...	... X X X ...	...	...	...	...	...	...	...	...	...	...	...	...	...	...
7499999 Total - Bonds, Preferred and Common Stock					... X X X ...	... 15,400,000	... X X X ...	... 16,043,520	... 15,438,429	...	...	...	...	...	...	...	...	...	...	...	...

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....



**SCHEDULE DB - PART A - SECTION 1**

**Showing all Options, Caps, Floors and Insurance Futures Options Owned at Current Statement Date**

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price Rate or Index	Date of Acquisition	Exchange or Counterparty	Cost/ Option Premium	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income
NONE													
9999999 Grand Total .....													

**SCHEDULE DB - PART B - SECTION 1**

**Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date**

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price Rate or Index	Date of Issuance/ Purchase	Exchange or Counterparty	Consideration Received	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis	Other Investment/ Miscellaneous Income
NONE													
9999999 Grand Total .....													

**SCHEDULE DB - PART C - SECTION 1**

**Showing all Collar, Swap and Forwards Open at Current Statement Date**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
NONE														
9999999 Grand Total .....						.....	.....	.....	.....	.....	.....	.....	.....	.....

**SCHEDULE DB - PART D - SECTION 1**

**Showing all Futures Contracts and Insurance Futures Contracts at Current Statement Date**

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
									10	11	12	
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	Recognized	Used to Adjust Basis of Hedged Item	Deferred	Potential Exposure
NONE												
9999999 Grand Total .....					.....	.. X X X .	..... X X X .....	.....	.....	.....	.....	.....

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances										
1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
							6	7	8	
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories										
Union Planters Bank, NA .....	7130 Goodlett Farms Pkwy, Cordova, TN 38018 .....						(322,090)	(440,039)	282,277	X X X
Union Planters Bank, NA .....	7130 Goodlett Farms Pkwy, Cordova, TN 38018 .....						(8,999,086)	(13,012,637)	(3,285,399)	X X X
Union Planters Bank, NA .....	7130 Goodlett Farms Pkwy, Cordova, TN 38018 .....						(17,144,824)	(28,519,402)	(8,430,660)	X X X
0199998 Deposits in .....3 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories ..			X X X .	X X X ..			346,130	272,270	50,530	X X X
0199999 Totals - Open Depositories .....			X X X .	X X X ..			(26,119,870)	(41,699,808)	(11,383,252)	X X X
0299998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....			X X X .	X X X ..						X X X
0299999 Totals - Suspended Depositories .....			X X X .	X X X ..						X X X
0399999 Total Cash On Deposit .....			X X X .	X X X ..			(26,119,870)	(41,699,808)	(11,383,252)	X X X
0499999 Cash in Company's Office .....			X X X .	X X X ..	X X X .	X X X .				X X X
0599999 Total Cash .....			X X X .	X X X ..			(26,119,870)	(41,699,808)	(11,383,252)	X X X



# SVO Compliance Certification

"The undersigned is an officer of the insurer responsible for reporting investments to the SVO and/or with making all filings with appropriate state regulatory officials and the NAIC and is therefore required to be familiar with the requirements of such filings. The undersigned officer certifies that, to the best of his or her knowledge, information, and belief, all prices or NAIC designations for the securities reported in this statement have been obtained directly from the SVO except as specifically identified below. The officer further certifies that, to the best of his or her knowledge, information, and belief, since the last filing of a quarterly or annual statement:

- 1. All securities previously valued by the insurer and identified by a Z suffix have now been submitted to the SVO for a valuation or disposed of by sale or otherwise with the result that all prices and NAIC Designations reported in this statement have been provided by the SVO, except for provisionally exempt securities and new purchases identified in Schedule D and DA with a Z suffix or items submitted but not yet processed by the SVO.
- 2. Any newly purchased securities now identified with a Z suffix shall be submitted to the SVO within 120 days of purchase.
- 3. All necessary information on securities that have been previously designated NR (not rated due to lack of current information) by the SVO have either been submitted to the SVO by the insurer for a valuation or disposed of by the insurer.
- 4. All material issuer events (as defined below) have been reported to the SVO."

A material issuer event is a generic or transaction specific credit event of which the insurer is currently aware that, by its nature, would signify to a reasonably prudent insurer that a material change in the credit quality or price of the investment or security has occurred.

As an illustration, and not by way of limitation, the following shall be deemed to constitute material issuer events:

- a. Recapitalizations or capital restructuring whether within or without Chapter 11 of the US Bankruptcy Code;
- b. Nonpayment, deferral, or payment in kind through waiver of any principal or contractual interest payment;
- c. Any change in the maturity of a security;
- d. Changes in the lender’s collateral position, including releases of collateral, or the taking of a collateral position whether by operation of negative pledge covenant or otherwise;
- e. Events of a like character or of a like effect, which would be considered material to an investment professional.
- f. Exceptions\_\_\_\_\_

Harold Hoke Cantrell, Jr.  
Name of Investment Officer

\_\_\_\_\_  
Signature of Investment Officer

Assistant Treasurer  
Title of Signatory

\_\_\_\_\_  
Date

# Statement of Actuarial Opinion

**Amended Statement Cover**

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QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION  
 (HEALTH)

Name of Insurer
 Volunteer State Health Plan, Inc.

Date
 NAIC Group #
 0000
 FEIN
 NAIC Company #
 62-1656610
 39009

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS, PLEASE PROVIDE ANY ADDITIONAL COMMENTS THAT MAY  
 HELP TO IDENTIFY DISKETTE CONTENT

	First Quarter	Second Quarter	Third Quarter
A01. Is this the first time you've submitted this filing? (Y/N) .....	N/A .....	N/A .....	N/A .....
A02. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .....	N/A .....	N/A .....	N/A .....
A03. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	N/A .....	N/A .....	N/A .....
(IF "YES" ENCLOSE HARD COPY PAGES FOR EACH CHANGE.)			
A04. Other? (Y/N) .....	N/A .....	N/A .....	N/A .....
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person:

Phone:

Address:

D. Software Vendor:

Version:

E. Have material validation failures been addressed in the explanation file? Yes[ ] No[X]

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2004 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name):

(version number):

(Signed)

Type Name and Title:

NAIC Company Code39009

NAIC Group Code0000

Reporting Entity NameVolunteer State Health Plan, Inc.

Domiciled inTennessee(State)

Mailing Address:801 Pine Street, Chattanooga, TN 37402

Annual Statement Contact:Dana Elaine Hull(423)752-7919-Dana\_Hull@bcbst.com

(Name)Telephone No.E-mail Address

In the Matter of theQuarterlyStatement

(Annual/Quarterly)

Filing Required for the Period Ending on the

day of, 2004

Mailing Date:

}AFFIDAVIT OF FILING

AND FINANCIAL

STATEMENT ATTESTATION

The officers of the above identified reporting entity, being duly sworn, each depose and say that on the mailing date above, a true and correct statement for the reporting period stated above and that the corresponding true and correct electronic file reflecting the statement for the above named reporting entity, has been sent to the National Association of Insurance Commissioners, according to their instructions. The statement and the corresponding electronic file are an exact and complete duplicate of the statement filed with the reporting entity’s domestic state, except as to schedules, exhibits and information required to be submitted only to the reporting entity’s domestic state.

Additionally, the officers of the above identified reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that for the reporting period stated above, all of the described assets in the above referenced statement were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as therein stated, and that the statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended on that date, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual, except to the extent that (1) state law may differ; or (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)

(Signature)

(Signature)

(Printed Name)

President

(Printed Name)

Secretary

(Printed Name)

Treasurer

(Signature)

(Printed Name)

Witness

Subscribed and sworn to before me this

day of, 2004

(Notary Signature)

My Commission Expires: